

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
JOANN INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 25-10068 (CTG)
Debtors.	)	(Jointly Administered)
	)	Re: Docket Nos. 17, 409 & 428

**CERTIFICATION OF COUNSEL REGARDING  
MOTION OF DEBTORS FOR ENTRY OF AN ORDER  
(I) APPROVING BIDDING PROCEDURES, (II) SCHEDULING  
CERTAIN DATES AND DEADLINES WITH RESPECT THERETO,  
(III) APPROVING THE FORM AND MANNER OF NOTICE THEREOF,  
(IV) APPROVING THE STALKING HORSE AGREEMENT, (V) ESTABLISHING  
NOTICE AND PROCEDURES FOR THE ASSUMPTION AND ASSIGNMENT OF  
CONTRACTS AND LEASES, (VI) AUTHORIZING THE ASSUMPTION AND  
ASSIGNMENT OF ASSUMED CONTRACTS AND LEASES, (VII) APPROVING  
THE SALE OF ASSETS, AND (VIII) GRANTING RELATED RELIEF**

The undersigned proposed counsel to Joann, Inc. and certain of its affiliates, the debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”), hereby certifies as follows:

1. On January 15, 2025, the *Motion of Debtors for Entry of an Order (I) Approving Bidding Procedures, (II) Scheduling Certain Dates and Deadlines With Respect Thereto, (III) Approving the Form and Manner of Notice Thereof, (IV) Approving the Stalking Horse Agreement, (V) Establishing Notice and Procedures for the Assumption and Assignment of Contracts and Leases, (VI) Authorizing the Assumption and Assignment of Assumed Contracts and*

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: JOANN Inc. (5540); Needle Holdings LLC (3814); Jo-Ann Stores, LLC (0629); Creative Tech Solutions LLC (6734); Creativebug, LLC (3208); WeaveUp, Inc. (5633); JAS Aviation, LLC (9570); joann.com, LLC (1594); JOANN Ditto Holdings Inc. (9652); Dittopatterns LLC (0452); JOANN Holdings 1, LLC (9030); JOANN Holdings 2, LLC (6408); and Jo-Ann Stores Support Center, Inc. (5027). The Debtors’ mailing address is 5555 Darrow Road, Hudson, Ohio 44236.

*Leases, (VII) Approving the Sale of Assets, and (VIII) Granting Related Relief* [Docket No. 17] (the “Motion”) was filed with the United States Bankruptcy Court for the District of Delaware (the “Court”). Attached thereto as Exhibit A was a proposed form of order granting the relief requested in the Motion (the “Bidding Procedures Order”).

2. Pursuant to the *Notice of Motion of Debtors for Entry of an Order (I) Approving Bidding Procedures, (II) Scheduling Certain Dates and Deadlines With Respect Thereto, (III) Approving the Form and Manner of Notice Thereof, (IV) Approving the Stalking Horse Agreement, (V) Establishing Notice and Procedures for the Assumption and Assignment of Contracts and Leases, (VI) Authorizing the Assumption and Assignment of Assumed Contracts and Leases, (VII) Approving the Sale of Assets, and (VIII) Granting Related Relief* [Docket No. 140] filed on January 17, 2025, a hearing on the Motion was set to be held on February 11, 2025, at 2:00 p.m. (prevailing Eastern Time) and any objections or responses to entry of the Bidding Procedures Order were to be filed and served on the undersigned proposed counsel by February 4, 2025 at 4:00 p.m. (prevailing Eastern Time) (the “Objection Deadline”), except for the Official Committee of Unsecured Creditors (the “Committee”), whose deadline was extended to February 6, 2025, at 5:00 p.m. (prevailing Eastern Time) (the “Extended Objection Deadline”).

3. Prior to the Objection Deadline and Extended Objection Deadline, multiple parties in interest, including the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”), the Committee, the Ad Hoc Term Loan Group, and certain landlords and other parties in interest, filed objections to the Motion [Docket Nos. 257, 258, 285, 299, 303, 305, 317, 319, 323, 335, 338] and provided informal comments to the Bidding Procedures Order.

4. On February 13, 2025, the Debtors filed the *Notice of Filing Revised Proposed Order (I) Approving Bidding Procedures, (II) Scheduling Certain Dates and Deadlines With*

*Respect Thereto, (III) Approving the Form and Manner of Notice Thereof, (IV) Approving the Stalking Horse Agreement, (V) Establishing Notice and Procedures for the Assumption and Assignment of Contracts and Leases, (VI) Authorizing the Assumption and Assignment of Assumed Contracts and Leases, (VII) Approving the Sale of Assets, and (VIII) Granting Related Relief* [Docket No. 409] (the “Revised Bidding Procedures Order”).

5. On February 14, 2025, the Debtors filed the *Notice of Filing Revised Stalking Horse Agreement to the Proposed Order (I) Approving Bidding Procedures, (II) Scheduling Certain Dates and Deadlines With Respect Thereto, (III) Approving the Form and Manner of Notice Thereof, (IV) Approving the Stalking Horse Agreement, (V) Establishing Notice and Procedures for the Assumption and Assignment of Contracts and Leases, (VI) Authorizing the Assumption and Assignment of Assumed Contracts and Leases, (VII) Approving the Sale of Assets, and (VIII) Granting Related Relief* [Docket No. 428], which attached as Exhibit A the revised stalking horse agreement (the “Revised Stalking Horse Agreement”).

6. The Debtors did not receive any other objections or informal comments to the Motion and Bidding Procedures Order.

7. The Debtors revised the Bidding Procedures Order to address the objections and informal comments received by the Debtors from the U.S. Trustee, the Committee, the Ad Hoc Term Lender Group, and certain landlords and other parties in interest. The Debtors have also modified the Revised Bidding Procedures Order consistent with the Court’s ruling at the Hearing held on February, 14, 2025, at 9:30 a.m. (ET) (the “Hearing”).

8. The further Revised Bidding Procedures Order (the “Further Revised Bidding Procedures Order”) is attached hereto as Exhibit 1.

9. A redline comparing the Further Revised Bidding Procedures Order against the Revised Bidding Procedures Order is attached hereto as **Exhibit 2**.

10. The U.S. Trustee, counsel to the Committee, and counsel to the landlords who made arguments at the Hearing with respect to the Motion and Revised Bidding Procedures Order do not object to entry of the Further Revised Bidding Procedures Order, which attaches the Revised Stalking Horse Agreement.

11. The Debtors respectfully request that the Court enter the Further Revised Bidding Procedures Order at its earliest convenience.

*[Remainder of Page Intentionally Left Blank]*

Dated: February 14, 2025  
Wilmington, Delaware

*/s/ Patrick J. Reilley*

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**COLE SCHOTZ P.C.**

Patrick J. Reilley (No. 4451)  
Stacy L. Newman (No. 5044)  
Michael E. Fitzpatrick (No. 6797)  
Jack M. Dougherty (No. 6784)  
500 Delaware Avenue, Suite 1410  
Wilmington, Delaware 19801  
Telephone: (302) 652-3131  
Facsimile: (302) 652-3117  
Email: preilley@coleschotz.com  
snewman@coleschotz.com  
mfitzpatrick@coleschotz.com  
jdougherty@coleschotz.com

*Proposed Co-Counsel to the Debtors  
and Debtors in Possession*

**KIRKLAND & ELLIS LLP**

**KIRKLAND & ELLIS INTERNATIONAL LLP**

Joshua A. Sussberg, P.C. (admitted *pro hac vice*)  
Aparna Yenamandra, P.C. (admitted *pro hac vice*)  
601 Lexington Avenue  
New York, New York 10022  
Telephone: (212) 446-4800  
Facsimile: (212) 446-4900  
Email: joshua.sussberg@kirkland.com  
aparna.yenamandra@kirkland.com

- and -

Anup Sathy, P.C. (admitted *pro hac vice*)  
Jeffrey Michalik (admitted *pro hac vice*)  
Lindsey Blumenthal (admitted *pro hac vice*)  
333 West Wolf Point Plaza  
Chicago, Illinois 60654  
Telephone: (312) 862-2000  
Facsimile: (312) 862-2200  
Email: anup.sathy@kirkland.com  
jeff.michalik@kirkland.com  
lindsey.blumenthal@kirkland.com

*Proposed Co-Counsel to the Debtors  
and Debtors in Possession*